

Company number: 07595566

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**DEFINIGEN LIMITED
(Company)**

Circulation Date: 24 May 2023

Passed on: 24 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that:

- a) resolution 1 below is passed as an ordinary resolution; and
- b) resolution 2 below is passed as a special resolution.

ORDINARY RESOLUTION

1. **THAT**, subject to the passing of resolution 2 below, the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to allot shares in the capital of the Company or to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £3.4464 in respect of series A shares of £0.0001 each in the capital of the Company and up to a maximum aggregate nominal amount of £1.0544 in respect of ordinary shares of £0.0001 each in the capital of the Company with such ordinary shares to be allocated to the Company's share option pool, provided that:
 - 1.1. the authority granted under this resolution shall expire five years after the passing of this resolution; and
 - 1.2. the Company may, before such expiry under paragraph 1.1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all subsisting authorities to the extent unused.


SPECIAL RESOLUTION

2. **THAT**, subject to the passing of resolution 1 above, all and any rights of pre-emption arising under the articles of association of the Company, the Act or otherwise, be and hereby are waived and disapplied in respect of the issue and allotment of shares and other securities in the capital of the Company as set out in resolution 1.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the above resolutions ("Resolutions").

We the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

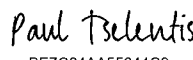
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For and on behalf of **24 HAYMARKET NOMINEES LIMITED**

.....

MAREK GUMIENNY


DocuSigned by:


.....BE7C64AA55044C9.....

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **NICHOLAS ANDREW LINDSAY STUART** pursuant to a Power of Attorney dated 27 July 2022

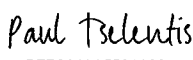
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SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **WALTER SNEDDON NIMMO** pursuant to a Power of Attorney dated _____

DocuSigned by:


.....BE7C64AA55044C9.....

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **ADAM SIGNY** pursuant to a Power of Attorney dated _____

DocuSigned by:


.....BE7C64AA55044C9.....

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **IAN JAMES GRAY** pursuant to a Power of Attorney dated 28 July 2022

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the above resolutions ("Resolutions").

We the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

For and on behalf of **24 HAYMARKET NOMINEES LIMITED**

DocuSigned by:
Marek Gumienny
425CA83AA5B3443

MAREK GUMIENNY

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **NICHOLAS ANDREW LINDSAY STUART** pursuant to a Power of Attorney dated _____

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **WALTER SNEDDON NIMMO** pursuant to a Power of Attorney dated _____

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **ADAM SIGNY** pursuant to a Power of Attorney dated _____

SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **IAN JAMES GRAY** pursuant to a Power of Attorney dated _____

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the above resolutions (“Resolutions”).

We the undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions.

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For and on behalf of **24 HAYMARKET NOMINEES LIMITED**

.....
MAREK GUMIENNY

.....
SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **NICHOLAS ANDREW LINDSAY STUART** pursuant to a Power of Attorney dated _____

DocuSigned by:

.....
SIGNED by WALTER SNEDDON NIMMO

.....
SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **ADAM SIGNY** pursuant to a Power of Attorney dated _____

.....
SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf of **IAN JAMES GRAY** pursuant to a Power of Attorney dated _____

DocuSigned by:

Paul Tselentis

BE7C64AA55044C9

SIGNED by **24HAYMARKET NOMINEES LIMITED** acting by its director **PAUL TSELENTIS** on behalf of **DAVID WARNOCK** pursuant to a Power of Attorney dated 10 May 2023

DocuSigned by:

Paul Tselentis

BE7C64AA55044C9

SIGNED by **24HAYMARKET NOMINEES LIMITED** acting by its director **PAUL TSELENTIS** on behalf of **LINDSEY DIBDEN** pursuant to a Power of Attorney dated 28 July 2022

DocuSigned by:

Paul Tselentis

BE7C64AA55044C9

PAUL TSELENTIS

JONATHAN MILNER

ROZA GOUNARI

For and on behalf of **WREN CAPITAL NOMINEES LIMITED**

For and on behalf of **RICHARD DONALD CAMERON** by his attorney **RAJAT MALHOTRA** under a power of attorney dated 20 February 2023

For and on behalf of **BGF NOMINEES LIMITED**

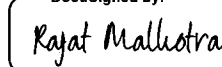
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SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf
of **DAVID WARNOCK** pursuant to a Power of Attorney dated _____

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SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf
of **LINDSEY DIBDEN** pursuant to a Power of Attorney dated _____

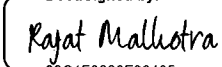
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PAUL TSELENTIS

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JONATHAN MILNER

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ROZA GOUNARI

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For and on behalf of **WREN CAPITAL NOMINEES LIMITED**

DocuSigned by:

.....88C1F3228F06485.....

For and on behalf of **RICHARD DONALD CAMERON** by his attorney **RAJAT MALHOTRA** under
a power of attorney dated 20 February 2023

.....
For and on behalf of **BGF NOMINEES LIMITED**

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SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf
of **DAVID WARNOCK** pursuant to a Power of Attorney dated _____

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SIGNED by 24HAYMARKET NOMINEES LIMITED acting by its director **PAUL TSELENTIS** on behalf
of **LINDSEY DIBDEN** pursuant to a Power of Attorney dated _____

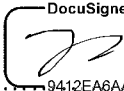
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PAUL TSELENTIS

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JONATHAN MILNER

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ROZA GOUNARI

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For and on behalf of **WREN CAPITAL NOMINEES LIMITED**

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For and on behalf of **RICHARD DONALD CAMERON** by his attorney **RAJAT MALHOTRA** under
a power of attorney dated 20 February 2023

DocuSigned by:


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For and on behalf of **BGF NOMINEES LIMITED**

DocuSigned by:

Anthony Odgers

1047359F1BDB848F
For and on behalf of **THE CHANCELLOR, MASTER AND SCHOLARS OF THE UNIVERSITY OF CAMBRIDGE**

For and on behalf of **MNL (PARKWALK) NOMINEES LIMITED**

DocuSigned by:

[Signature]

B024168A6C45408...
For and on behalf of **CAMBRIDGE ENTERPRISE LIMITED**

ALASTAIR RIDDELL

AMAN COONAR

ALASTAIR WILDGOOSE

ANDREW WATERS

BEN CONS

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For and on behalf of **THE CHANCELLOR, MASTER AND SCHOLARS OF THE UNIVERSITY
OF CAMBRIDGE**

DocuSigned by:

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For and on behalf of **MNL (PARKWALK) NOMINEES LIMITED**

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For and on behalf of **CAMBRIDGE ENTERPRISE LIMITED**

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ALASTAIR RIDDELL

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ALASTAIR WILDGOOSE

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BEN CONS

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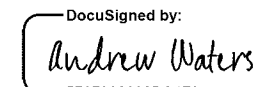
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ALASTAIR RIDDELL

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AMAN COONAR

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ALASTAIR WILDGOOSE

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ANDREW WATERS

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BRYAN TURNER

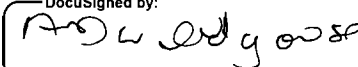
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For and on behalf of **THE CHANCELLOR, MASTER AND SCHOLARS OF THE UNIVERSITY
OF CAMBRIDGE**

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For and on behalf of **MNL (PARKWALK) NOMINEES LIMITED**

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For and on behalf of **CAMBRIDGE ENTERPRISE LIMITED**

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ALASTAIR RIDDELL

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AMAN COONAR

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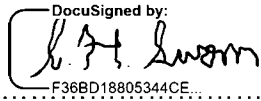
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ANDREW WATERS

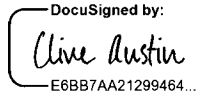
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BEN CONS

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BRYAN TURNER

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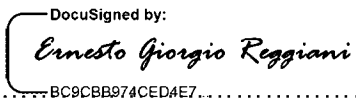
CHRIS SWORN

DocuSigned by:

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CLIVE AUSTIN AND NICOLA WISEMAN

DAVID CHARLES BURALL

DAVIDE SANTI

DocuSigned by:

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ERNESTO GIORGIO REGGIANI

For and on behalf of **GARBOL LIMITED**

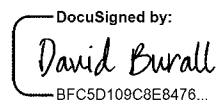
BRYAN TURNER

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CHRIS SWORN

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CLIVE AUSTIN AND NICOLA WISEMAN

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DAVID CHARLES BURALL

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DAVIDE SANTI

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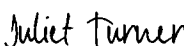
ERNESTO GIORGIO REGGIANI

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For and on behalf of **GARBOL LIMITED**

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IAN LEIGH

DocuSigned by:

EE85011D928C4BA.....

JULIET TURNER


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KAZIM ZADA

DocuSigned by:

75735E2B18FE4F2.....

KEITH ASHWORTH

DocuSigned by:

7759FEC8B8F3431.....

LUDOVIC VALLIER

DocuSigned by:

C9EACC53C6C64AE.....

MARK YEO

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MICHAEL LOVERIDGE

DocuSigned by:

30403B747CEA498.....

MICHAEL SPALTER

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IAN LEIGH

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JULIET TURNER

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KAZIM ZADA

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KEITH ASHWORTH

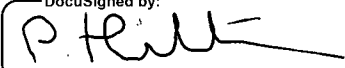
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MARK YEO

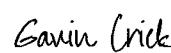

.....
MICHAEL LOVERIDGE

.....

PARVIZ BEHDAD

DocuSigned by:

.....C4FFD223E75044F.....

PHILIP HILTON


DocuSigned by:

.....F02914A450BC41A.....

For and on behalf of **RANWORTH CAPITAL LIMITED**

DocuSigned by:

.....9DFB706C90414CF.....

ROBERT HOLLAMBY

DocuSigned by:

.....B4E8AAE409D04B0.....

ROBERT PAUL

.....

RODNEY PRICE

.....

ROGER ARNOLD PEDERSEN

.....

PARVIZ BEHDAD

.....

PHILIP HILTON

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For and on behalf of **RANWORTH CAPITAL LIMITED**

.....

ROBERT HOLLAMBY

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ROBERT PAUL

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DocuSigned by:

.....10B96333BFA2480.....

RODNEY PRICE

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ROGER ARNOLD PEDERSEN



.....
Director
PROVIDENCE INVESTMENT COMPANY LIMITED

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STEVE CHAMBERS

.....
STUART HARLEY

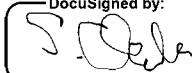
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TAMIR RASHID

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ZAHID ANSARI

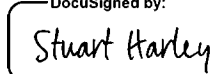
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PROVIDENCE INVESTMENT COMPANY LIMITED

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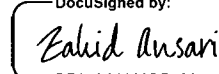
STEVE CHAMBERS

DocuSigned by:

.....52290E12868D428.....

STUART HARLEY

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TAMIR RASHID

DocuSigned by:

.....DEA19CQQ93DF4CD.....

ZAHID ANSARI

Notes:

1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:

- (a) **By Hand:** delivering the signed copy to the directors at the registered office of the Company.
- (b) **Post:** returning the signed copy by post to the directors at the registered office of the Company.
- (c) **Electronic Delivery:** either scanning the original signed copy and emailing or sending the scan, without any manner of alteration or variation to the original, to Emma.Allen@definigen.com; or signing the document electronically, by following the signing instructions provided by the Company via Docusign.

If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.